

STATE OF IOWA
DEPARTMENT OF COMMERCE
UTILITIES BOARD

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| IN RE: U S WEST COMMUNICATIONS, INC., AND QWEST INC. | DOCKET NO. SPU-99-27 |
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**ORDER GRANTING MOTION TO COMPEL AND
REQUEST FOR EXTENSION OF TIME**

(Issued January 19, 2000)

On September 20, 1999, Qwest Communications Corp., LCI International Telecom Corp., USLD Communications Inc., and Phoenix Network Inc. (collectively "Qwest"), and U S WEST Communications, Inc., filed with the Utilities Board (Board) a "Joint Application" for an order approving the proposed merger of Qwest Inc. and U S WEST, Inc. (collectively, the "Applicants"), pursuant to Iowa Code §§ 476.76 and 476.77 (1999). The filing has been identified as Docket No. SPU-99-27.

On January 6, 2000, AT&T Communications of the Midwest, Inc. (AT&T), filed a motion to compel and for extension of time to file its supplemental testimony. AT&T states that on December 7, 1999, the Board issued an order denying AT&T's first motion to compel. The Board found that the parties had not yet executed a protective agreement, a fact that was delaying complete responses to the AT&T data requests. The Board expressed its understanding that if the parties were able to execute such an agreement, then the Applicants would provide the confidential information to AT&T. The Board also ruled that AT&T could file supplemental

testimony if the delayed responses to AT&T's data requests revealed additional information that AT&T believed to be relevant to the issues in this docket.

In its most recent motion, AT&T informs the Board that a confidentiality agreement was executed by the parties but, as of the date of the motion, the Applicants have failed to provide complete supplemental responses to the vast majority of AT&T's data requests. AT&T requests the Board issue an order compelling the Applicants to provide full and complete supplemental responses to the outstanding data requests by January 11, 2000, and extending the deadline for filing supplemental testimony to January 21, 2000.

On January 11, 2000, the Applicants filed a response to AT&T's motion, arguing the motion is moot because the Applicants have completed supplementing their responses. Applicants also argue that, with few exceptions, AT&T already had the supplemental responses in its possession, as a result of discovery in two other, similar state proceedings. Applicants also argue that, while AT&T asked Qwest to supplement its responses during the week of December 27, 1999, AT&T did not ask U S West to supplement its responses until January 3, 2000. Finally, Applicants argue that, because the protective agreement was not signed until December 30, 1999, they were not required to provide the confidential materials to AT&T until January 7, 2000.

On January 14, 2000, AT&T filed a reply to the Applicants' response. AT&T argues that it still has not received complete and updated responses to certain data requests concerning the business plans of Qwest and whether Qwest (or a Qwest

affiliate) intends to obtain CLEC authority in Iowa. AT&T also argues that the Applicants have not produced, in this docket, certain documents identified by the Applicants in merger proceedings in another state. In those other proceedings, it appears the Applicants seek a protective order regarding various documents describing the expected synergies and the integration process associated with the proposed merger. Based upon the brief descriptions provided by the Applicants in that docket, AT&T believes many of the described documents would be responsive to one or more of AT&T's data requests, but they have not been provided to AT&T in this docket. Finally, AT&T argues that it was not required to contact the Applicants or otherwise prompt them to supplement their responses to AT&T's data requests.

The Board will grant AT&T's motion to compel and for extension of time. It appears the Applicants could have, and should have, provided more complete responses to AT&T's data requests in a more timely manner. The Board's earlier order directed Applicants to supplement their responses upon execution of a protective agreement; AT&T was not required to remind Applicants of their obligation. Moreover, the list of documents prepared by the Applicants for use in the other state proceedings appears to show that they have documents in their possession that are responsive to AT&T's data requests but have not been provided to AT&T in this docket. Applicants have offered no excuse for this apparent failure to properly respond to the AT&T data requests.

Because the time remaining before the hearing in this docket is short, the Board will direct the Applicants to provide AT&T with complete, updated responses

by close of business on Monday, January 24, 2000, and will give AT&T until noon on Friday, January 28, 2000, to file additional supplemental testimony, if AT&T believes it has received any additional information that is relevant to the issues before the Board. Any such supplemental testimony should be strictly limited to information produced as a result of this order.

IT IS THEREFORE ORDERED:

The motion to compel and for extension of time filed in this docket on January 6, 2000, by AT&T Communications of the Midwest, Inc., is granted. Applicants are directed to provide AT&T with complete, updated responses by close of business on Monday, January 24, 2000, and AT&T is given until noon on Friday, January 28, 2000, to file additional supplemental testimony based upon those responses.

UTILITIES BOARD

/s/ Allan T. Thoms

/s/ Susan J. Frye

ATTEST:

/s/ Raymond K. Vawter, Jr. /s/ Diane Munns
Executive Secretary

Dated at Des Moines, Iowa, this 19th day of January, 2000.